

3993 Howard Hughes Parkway, Suite 600
Las Vegas, NV 89169-5996
Facsimile (702) 949-8321
Telephone (702) 949-8320

Robert M. Charles, Jr. NV State Bar No. 006593
Email: rcharles@lrlaw.com
John Hinderaker AZ State Bar No. 018024
Email: jhinderaker@lrlaw.com

Attorneys for USACM Liquidating Trust

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA COMMERCIAL MORTGAGE
COMPANY,

Debtor.

Case No. BK-S-06-10725-LBR

Chapter 11

**Declaration Of Edward M. Burr In
Support Of USACM Liquidating
Trust's Motion To Allow De Minimus
Claims**

Date of Hearing: July 26, 2011
Time of Hearing: 1:30 p.m.
Estimated time for Hearing: 10 minutes

I, Edward M. Burr, hereby declare under penalty of perjury that:

1. I am a principal with Sierra Consulting Group, LLC ("Sierra"). Sierra is one of the leading providers of restructuring advisory and litigation support services in the Southwest. Sierra is a leading national consulting firm comprised of experienced CPAs and other financial professionals.

2. I submit this declaration on behalf of the USACM Liquidating Trust's Objections to Proofs of Claim filed this date.

3. This Court approved the Official Committee of Unsecured Creditors of USA Commercial Mortgage Company's ("Committee") appointment of Sierra as financial advisers on August 11, 2006. From that date to the Effective Date of the Debtors' confirmed Plan of Reorganization, I have assisted the Committee in analyzing facts concerning these jointly administered bankruptcy cases. As of the Effective Date of the confirmed Plan of Reorganization, Sierra has been retained by the USACM Liquidating

Trust to investigate and reconcile the claims against the USA Commercial Mortgage Company ("USACM") estate.

4. I make the following declaration based upon my personal knowledge, and upon the records of the Debtors described in this declaration, including Debtors' original and amended schedules of liabilities and the proofs of claim described herein, as well as Debtors' accounting records.

5. On March 12, 2007 Effective Date of the Plan, the USACM Liquidating Trust succeeded to USACM's rights with respect to books and records.

6. Sierra has been working closely with both the Trustee for the USACM Liquidating Trust and Development Specialist Inc. ("DSI"), the Trustee's financial advisor, in evaluating all of the claims that were filed in the USACM estate.

7. **Exhibit A**, attached, lists Proofs of Claim that appear to be based on a loan in which the total amount of claim associated with those loans is de minimus. The list of loans affected by the Motion to Allow De Minimus Claims and the total amount of claims associated with those loans is:

<i>Loan</i>	<i>\$ Amount of Claims</i>
Fiesta Inland 1.3	\$6,923
Lady Luck	14,615
Aware TM-Parris/\$500,000,000	15,000
Palm Coast Blue Water	25,000
PerUSA, LLC	39,009
Tanamera Resort Condominiums, LLC	82,000
Bundy Canyon \$8.9	100,000
Rio Bravo \$4.5M	100,000
Rio Bravo 2nd \$2.3M	118,050
Southern California Land 2nd	330,367
HFA-Clear Lake 2nd (HFAH Clear L)	450,000

Dated: June 30, 2011

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

/s/ Edward M. Burr

Edward M. Burr

Sierra Consulting Group, LLC

Copy of the foregoing mailed (without exhibit)
by first class Postage prepaid U.S. Mail on
June 30, 2011 or via e-mail if an e-mail address
Is available to the Post Effective Date Limited
Service List .

s/ Matt Burns

Matt Burns

Lewis and Roca LLP

**USACM Trust
De Minimus Claims
Single Loan Claims**

Claim	Date Claim was Filed	Name	Address	Total Claim Amount	Total Claim Amount Relating to the Subject Loan	Loan name on Which Claim is Based
10725-01101	11/8/2006	Averett, George Michael & Claire H	760 Little Sweden Rd Heber City, UT 84032-3503	50,000.00	50,000.00	Southern California Land 2nd
10725-02410	1/18/2007	Beckman, Gary	6756 Quinella Dr Las Vegas, NV 89103-4356	50,000.00	50,000.00	Tanamera Resort Condominiums, LLC
10725-01309	11/13/2006	Fetterly, Lynn L IRA	Po Box 5986 Incline Village, NV 89450	39,009.00	39,009.00	PerUSA
10725-00135	8/11/2006	Fraser Atwater Properties, LLC	Edward Fraser 14220 Sorrel Ln Reno, NV 89511	25,000.00	25,000.00	HFA Clear Lake, LLC 2nd
10725-00300	9/29/2006	Geller, Robert	1849 Cherry Knolls St Henderson, NV 89052	25,000.00	25,000.00	Palm Coast Blue Water
10725-01071	11/7/2006	O'Sullivan, Patrick Edward & Soon Young	7328 Gentle Valley St Las Vegas, NV 89149-1616	25,000.00	25,000.00	HFA Clear Lake, LLC 2nd
10725-00147	8/15/2006	Ohms, Sandra & Paul	Joshua D Brysk Law Offices Of James G Schwartz 7901 Stoneridge Dr, Suite 401 Pleasanton, CA 94583	30,250.00	30,250.00	Rio Bravo 2nd \$3.2 Loan
10725-00313	10/4/2006	Schott, Marc	Po Box 15107 Las Vegas, NV 89114	100,000.00	100,000.00	Bundy Canyon \$8,900,000
10725-00396	10/2/2006	Walls Family Trust Dtd 12/10/97	C/O Joseph P & Ellen Walls Ttees 2778 Bedford Way Carson City, NV 89703-4618	100,000.00	100,000.00	Rio Bravo \$4.5
10725-01374	11/13/2006	Walther, Stephen G & Sonja	7990 Castle Pines Las Vegas, NV 89113	25,000.00	25,000.00	Southern California Land 2nd
10725-01010	10/27/2006	Yonai Trustee, Gregory D	1982 Country Cove Ct Las Vegas, NV 89135-1552	37,800.00	37,800.00	Rio Bravo 2nd \$3.2 Loan

EXHIBIT A

2411723.1

**USACM Trust
De Minimus Claims
Multiple Loan Claims**

Claim	Date Claim was Filed	Name	Address	Total Claim Amount	Total Claim Amount Relating to the Subject Loan	Loan Name on Which Claim is Based
10725-01227	11/9/2006	Brauer, Nancy	2222 Albion St Denver, CO 80207	75,000.00	25,000.00	HFA Clear Lake, LLC 2nd
10726-00010	5/30/2006	Cronk, Arlene	C/O Michael Lehnert, Esq. 429 Marsh Ave Reno, NV 89509	272,206.96	32,000.00	Tanamera Resort Condominiums, LLC
10725-01884	1/8/2007	Fallon, Thomas	Usaid Thailand Apo Ap 96546	216,214.60	25,367.04	Southern California Land 2nd
10725-01156	11/9/2006	Florence Bolatin Living Trust Dtd 10/28/93	C/O Florence Bolatin Ttee #1 Jefferson Ferry Drive Apt 7171 South Setauket, NY 11720	110,712.00	6,923.08	Fiesta-Inland Empire \$1,300,000
10725-01156	11/9/2006	Florence Bolatin Living Trust Dtd 10/28/93	C/O Florence Bolatin Ttee #1 Jefferson Ferry Drive Apt 7171 South Setauket, NY 11720	110,712.00	14,615.38	Lady Luck Hotel & Casino \$8,775,000
10725-01156	11/9/2006	Florence Bolatin Living Trust Dtd 10/28/93	C/O Florence Bolatin Ttee #1 Jefferson Ferry Drive Apt 7171 South Setauket, NY 11720	110,712.00	15,000.00	Aware TM-Parris/ \$500,000,000
10725-00146	8/15/2006	Maheshwari, Rabinder & Usha	Joshua D Brysk Law Offices Of James G Schwartz 7901 Stoneridge Dr Pleasanton, CA 94583	153,831.94	100,000.00	HFA Clear Lake, LLC 2nd
10725-00608	10/16/2006	Murray, Lamoine	4934 Larkspur Ln Ogden, UT 84403-4426	178,867.00	Unknown	Tanamera Resort Condominiums, LLC
10725-00443	10/5/2006	Murray, Lamoine & Lois H	4934 Larkspur Ln Ogden, UT 84403-4426	178,867.00	Unknown	Tanamera Resort Condominiums, LLC
10725-00844	11/13/2006	Premiere Holdings Inc Defined Benefit	10120 W. Flamingo, Suite 4-12 Las Vegas, NV 89147	380,000.00	50,000.00	Southern California Land 2nd
10725-01277	11/10/2006	Premiere Holdings Inc Defined Benefit Pen Plan & Trust	10120 W. Flamingo, Suite 4-12 Las Vegas, NV 89147	380,000.00	50,000.00	Southern California Land 2nd
10725-02088	1/11/2007	Robert W Ulm Living Trust Dtd 4/11/05	Robert W Ulm Ttee 414 Morning Glory Rd St Marys, GA 31558	1,376,330.00	25,000.00	HFA Clear Lake, LLC 2nd

EXHIBIT A

2411731.1

**USACM Trust
De Minimus Claims
Multiple Loan Claims**

Claim	Date Claim was Filed	Name	Address	Total Claim Amount	Total Claim Amount Relating to the Subject Loan	Loan Name on Which Claim is Based
10725-00144	8/15/2006	Roloff, Rodney L & Sharyn	Law Offices Of James G Schwartz 7901 Stoneridge Drive Suite 401 Pleasanton, CA 94583	171,250.00	50,000.00	Rio Bravo 2nd \$3.2 Loan
10725-00275	9/27/2006	Sailon, David & Joan	2436 Cliffwood Dr Henderson, NV 89074	Unknown	Unknown	HFA Clear Lake, LLC 2nd
10725-02428	1/12/2007	Tiki Investment Enterprises LP	2578 Highmore Ave Henderson, NV 89052	2,400,256.00	250,000.00	HFA Clear Lake, LLC 2nd
10725-02485	6/4/2007	Troy Allen Cox	6483 Rosemount Ave Las Vegas, NV 89156-5962	81,363.74	80,000.00	Southern California Land 2nd
10725-02180	1/12/2007	Wisch, Craig	210 Andrew Ave Naugatuck, CT 06770	317,369.28	50,000.00	Southern California Land 2nd

EXHIBIT A

2411731.1